

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

Bench Filed
on 10/25/04

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	Re: Docket Nos. 6431 and 6608 and 10/25/04 Agenda Item 5

**AMENDED ORDER APPROVING A SETTLEMENT AGREEMENT
WITH HONEYWELL INTERNATIONAL INC.**

Upon consideration of the Debtors' Motion for the Entry of an Order Approving a Settlement Agreement with Honeywell International, Inc. (the "Motion")¹; and due and proper notice of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The settlement agreement between the Debtors and Honeywell International, Inc. (the "Honeywell Settlement") is hereby approved.
3. The Debtors are authorized to take whatever actions are reasonably necessary and appropriate to implement the terms of the Honeywell Settlement.

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

4. The Debtors are authorized to compensate Wallace King Marraro & Branson (“WKMB”), as set forth in the Court’s Order, dated, June 22, 2001, which authorized the Debtors to retain WKMB as counsel in the ICO Lawsuit and approved their fee arrangement with respect to the ICO Lawsuit.

5. Claim No. 844, which is an unliquidated claim filed by Honeywell International, Inc. against the Debtors’ bankruptcy estates, is hereby withdrawn and expunged.

6. Honeywell International, Inc. shall cooperate with the Debtors and take any reasonable steps that are necessary with respect to additional claims that (i) were filed by third parties against the Debtors’ estates and (ii) relate to claims for which Honeywell International, Inc. would have an obligation, pursuant to the Honeywell Settlement, to indemnify the Debtors, to assist the Debtors in having such additional claims withdrawn by the respective claimants or expunged by this Court.

7. This Court shall retain jurisdiction to interpret, implement and enforce the provisions of this Amended Order, which is final.

8. This Amended Order is effective immediately upon its entry.

9. This Amended Order shall supercede the Order Approving a Settlement Agreement with Honeywell International, Inc. dated October 13, 2004 (the “October 13, 2004 Order”) (Docket No. 6608).

10. The October 13, 2004 Order is hereby vacated.

Dated: October 25, 2004



Honorable Judith K. Fitzgerald
United States Bankruptcy Judge